

EXHIBIT D

Ballots

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

BEAR ISLAND PAPER COMPANY, L.L.C.,¹

Debtor.

)
) Chapter 11
)

) Case No. 10-31202 (DOT)
)
)
)

BALLOT FOR ACCEPTING OR REJECTING
PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

Class 2 — First Lien Claims and Swap Agreement Claims

BEFORE COMPLETING THE BALLOT, PLEASE READ AND FOLLOW CAREFULLY THE
ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT BY
5:00 P.M. PREVAILING EASTERN TIME NOVEMBER [14], 2011 (THE “VOTING DEADLINE”).

The Debtor has sent this Ballot to you because our records indicate that you are a Holder of a Class 2 First Lien Claim and Swap Agreement Claim, and, accordingly, you have a right to vote to accept or reject the *Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the “Plan”). Capitalized terms used but not defined herein shall have the meanings set forth in the Plan, the *Order Approving the Debtor’s Disclosure Statement and Relief Related Thereto* [Docket No. •] (the “Disclosure Statement Order”) or the *Disclosure Statement for the Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”).

Your rights are described in the Disclosure Statement. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials comprising the Solicitation Package are included in the packet you received with this Ballot. The Solicitation Package (except Ballots) is also available: (a) by contacting the Debtor’s Voting and Claims Agent (i) by writing to WBP Bankruptcy Administration, c/o GCG, PO Box 9550, Dublin Ohio 43017-4850, (ii) by calling (888) 291-9927 or (iii) by emailing wbpsolicitation@gcginc.com; or (b) by visiting (i) the Debtor’s bankruptcy case administration website at www.gardencitygroup.com/bip, or (ii) for a fee, the Court’s website via PACER at www.vaeb.uscourts.gov. If you received Solicitation Package materials in CD-ROM format and desire paper copies, please contact the Voting and Claims Agent at the address or telephone number set forth above. The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than for (a) casting votes to accept or reject the Plan, and (b) making certain certifications with respect thereto. If you believe you have received this Ballot in error, please contact the Voting and Claims Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in

¹ The last four digits of the Debtor’s federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

Class 2 First Lien Claims and Swap Agreement Claims under the Plan. If you hold Claims in more than one Class, you shall receive a Ballot for each Class in which you are entitled to vote on the Plan.

If the Voting and Claims Agent does not actually receive your Ballot on or before the Voting Deadline, which is 5:00 p.m. prevailing Eastern Time on November [14], 2011, and if the Voting Deadline is not extended, your vote shall not count as either an acceptance or rejection of the Plan.

If this Court confirms the Plan, it shall bind you regardless of whether or not you vote or how you voted. Please review the Disclosure Statement for more information.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtor is soliciting the votes of Holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not defined therein or herein, shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, a copy of which also accompany the Ballot. PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the Voting and Claims Agent by the Voting Deadline which is **5:00 p.m. prevailing Eastern Time on November [14], 2011**. Your completed Ballot must be **actually received** by the Voting and Claims Agent on or before the Voting Deadline. A postage paid envelope addressed to the Voting and Claims Agent is enclosed for your convenience. Ballots must be returned to the Voting and Claims Agent either (a) by mail to WBP Bankruptcy Administration, c/o GCG, PO Box 9550, Dublin, Ohio 43017-48501, or (b) by hand delivery or overnight courier to WBP Bankruptcy Administration, c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 430177, during normal business hours.
3. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan shall not be counted. Further, if you hold multiple Claims within the same Class, the Debtor may, in its discretion, aggregate your Claims within that Class for the purpose of counting votes.
4. If a Ballot is received after the Voting Deadline, it shall not be counted unless the Debtor determines otherwise. The method of delivery of Ballots to the Voting and Claims Agent is at the election and risk of each Holder of a Claim or Equity Interest. Except as otherwise provided herein, such delivery shall be deemed made only when the Voting and Claims Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Voting and Claims Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to the Debtor, the Debtor's agents (other than the Voting and Claims Agent) or the Debtor's financial or legal advisors, and if so sent, shall not be counted.
5. If multiple Ballots are received from the same Holder of a Claim with respect to the same Claim before the Voting Deadline, the last valid Ballot timely received shall supersede and revoke any earlier received Ballots.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor, nor the Voting and Claims Agent, shall accept delivery of any such certificates or instruments surrendered together with a Ballot.
7. The Ballot does not constitute, and shall not be deemed to be (a) a Proof of Claim or (b) an assertion or admission of a Claim.

8. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing, and, if required or requested by the Voting and Claims Agent, the Debtor or this Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the last page of the Ballot.
9. If you hold Claims in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot is counted as a vote only on your Claim(s) indicated on that Ballot. Please complete and return each Ballot you received.
10. Any Ballot that is completed and executed that fails to indicate acceptance or rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, shall not be counted.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot received by the Voting and Claims Agent after the Voting Deadline (b) any Ballot received by the Voting and Claims Agent by facsimile, e-mail or any other electronic means (c) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (d) any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (e) any Ballot cast for a Claim scheduled as contingent, unliquidated or Disputed for which the applicable Bar Date has passed and no Proof of Claim was timely Filed; (f) any unsigned Ballot, or Ballot without an original signature; (g) any Ballot not marked to accept or reject the Plan, or any Ballot marked both to accept and reject the Plan; and (h) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe that you have received the wrong Ballot, you should immediately contact the Voting and Claims Agent at (888) 291-9927.

Item 1. Principal Amount of Class 2 First Lien Claim(s) and/or Swap Agreement Claim(s).

The undersigned hereby certifies that as of the Record Date (the close of business on October [5], 2011), the undersigned was the Holder of Class 2 Claim(s) in the following amount (insert amount in box below):

\$ _____

Item 2. Class 2 First Lien Claims and Swap Agreement Claims Vote.

The Holder of the Class 2 First Lien Claim(s) and/or Swap Agreement Claim(s) set forth in Item 1 votes to (please check one):

☐ ACCEPT THE PLAN ☐ REJECT THE PLAN

PLEASE TAKE NOTE THAT BY VOTING TO ACCEPT THE PLAN, YOU ARE AGREEING TO BE BOUND BY THE TERMS OF THE PLAN. IN PARTICULAR, A VOTE TO ACCEPT THE PLAN CONSTITUTES AN ACCEPTANCE AND CONSENT TO THE SETTLEMENT, THIRD-PARTY RELEASES, EXCULPATION AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE X OF THE PLAN. PLEASE TAKE FURTHER NOTICE THAT IF YOU VOTE TO REJECT THE PLAN, YOU SHALL NOT BE BOUND BY THE THIRD-PARTY RELEASES SET FORTH IN ARTICLE X OF THE PLAN.

ANY BALLOT THAT IS EXECUTED BY THE HOLDER OF A CLAIM BUT WHICH INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, SHALL NOT BE COUNTED.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to this Court and the Debtor:

- (a) that either: (i) the undersigned is the Holder of the Class 2 Claim(s) being voted; or (ii) the undersigned is an authorized signatory for an Entity that is a Holder of the Class 2 Claim(s) being voted;
- (b) that the undersigned has received a copy of the Solicitation Package, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned casts the same vote with respect to all Class 2 Claim(s); and
- (d) that no other Ballots with respect to the amount of the Class 2 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder: _____
(Print or Type)

Social Security or Federal Tax Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than Holder)

Title: _____

Address: _____

Phone: _____

Date Completed: _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

- ☐ *Future notice mailings in this Chapter 11 Case; and/or*
- ☐ *Distributions, if any, upon your Claim in this Chapter 11 Case.*

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

<u>If by Personal Delivery or Overnight Courier:</u> WBP Bankruptcy Administration c/o GCG 5151 Blazer Parkway, Suite A Dublin, Ohio 43017	<u>If by Regular Mail:</u> WBP Bankruptcy Administration c/o GCG PO Box 9550 Dublin, Ohio 43017-4850
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YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M. PREVAILING EASTERN TIME ON NOVEMBER [14], 2011.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, YOU SHOULD CONTACT THE VOTING AND CLAIMS AGENT AT (888) 291-9927.

PLEASE BE ADVISED THAT THE VOTING AND CLAIMS AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE OR HANDLE INQUIRIES WITH RESPECT TO WHETHER YOU SHOULD VOTE TO ACCEPT OR REJECT THE PLAN

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:)	
)	Chapter 11
)	
BEAR ISLAND PAPER COMPANY, L.L.C., ¹)	Case No. 10-31202 (DOT)
)	
Debtor.)	
)	

BALLOT FOR ACCEPTING OR REJECTING
PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
Class 3 — Second Lien Claims

BEFORE COMPLETING THE BALLOT, PLEASE READ AND FOLLOW CAREFULLY THE
ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT BY
5:00 P.M. PREVAILING EASTERN TIME NOVEMBER [14], 2011 (THE “VOTING DEADLINE”).

The Debtor has sent this Ballot to you because our records indicate that you are a Holder of a Class 3 Second Lien Claim, and, accordingly, you have a right to vote to accept or reject the *Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the “Plan”). Capitalized terms used but not defined herein shall have the meanings set forth in the Plan, the *Order Approving the Debtor’s Disclosure Statement and Relief Related Thereto* [Docket No. •] (the “Disclosure Statement Order”) or the *Disclosure Statement for the Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”).

Your rights are described in the Disclosure Statement. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials comprising the Solicitation Package are included in the packet you received with this Ballot. The Solicitation Package (except Ballots) is also available: (a) by contacting the Debtor’s Voting and Claims Agent (i) by writing to WBP Bankruptcy Administration, c/o GCG, PO Box 9550, Dublin Ohio 43017-4850, (ii) by calling (888) 291-9927 or (iii) by emailing wbpsolicitation@gcginc.com; or (b) by visiting (i) the Debtor’s bankruptcy case administration website at www.gardencitygroup.com/bip, or (ii) for a fee, the Court’s website via PACER at www.vaeb.uscourts.gov. If you received Solicitation Package materials in CD-ROM format and desire paper copies, please contact the Voting and Claims Agent at the address or telephone number set forth above. The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than for (a) casting votes to accept or reject the Plan, and (b) making certain certifications with respect thereto. If you believe you have received this Ballot in error, please contact the Voting and Claims Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 3 Second Lien Claims under the Plan. If you hold Claims in more than one Class, you shall receive a Ballot for each Class in which you are entitled to vote on the Plan.

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If the Voting and Claims Agent does not actually receive your Ballot on or before the Voting Deadline, which is 5:00 p.m. prevailing Eastern Time on November [14], 2011, and if the Voting Deadline is not extended, your vote shall not count as either an acceptance or rejection of the Plan.

If this Court confirms the Plan, it shall bind you regardless of whether or not you vote or how you voted. Please review the Disclosure Statement for more information.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtor is soliciting the votes of Holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not defined therein or herein, shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, a copy of which also accompany the Ballot. PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the Voting and Claims Agent by the Voting Deadline which is **5:00 p.m. prevailing Eastern Time on November [14], 2011**. Your completed Ballot must be **actually received** by the Voting and Claims Agent on or before the Voting Deadline. A postage paid envelope addressed to the Voting and Claims Agent is enclosed for your convenience. Ballots must be returned to the Voting and Claims Agent either (a) by mail to WBP Bankruptcy Administration, c/o GCG, PO Box 9550, Dublin, Ohio 43017-48501, or (b) by hand delivery or overnight courier to WBP Bankruptcy Administration, c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 430177, during normal business hours.
3. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan shall not be counted. Further, if you hold multiple Claims within the same Class, the Debtor may, in its discretion, aggregate your Claims within that Class for the purpose of counting votes.
4. If a Ballot is received after the Voting Deadline, it shall not be counted unless the Debtor determines otherwise. The method of delivery of Ballots to the Voting and Claims Agent is at the election and risk of each Holder of a Claim or Equity Interest. Except as otherwise provided herein, such delivery shall be deemed made only when the Voting and Claims Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Voting and Claims Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to the Debtor, the Debtor's agents (other than the Voting and Claims Agent) or the Debtor's financial or legal advisors, and if so sent, shall not be counted.
5. If multiple Ballots are received from the same Holder of a Claim with respect to the same Claim before the Voting Deadline, the last valid Ballot timely received shall supersede and revoke any earlier received Ballots.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor, nor the Voting and Claims Agent, shall accept delivery of any such certificates or instruments surrendered together with a Ballot.
7. The Ballot does not constitute, and shall not be deemed to be (a) a Proof of Claim or (b) an assertion or admission of a Claim.
8. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing, and, if required or requested by the Voting and Claims Agent, the Debtor or this Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the last page of the Ballot.

9. If you hold Claims in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot is counted as a vote only on your Claim(s) indicated on that Ballot. Please complete and return each Ballot you received.
10. Any Ballot that is completed and executed that fails to indicate acceptance or rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, shall not be counted.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot received by the Voting and Claims Agent after the Voting Deadline (b) any Ballot received by the Voting and Claims Agent by facsimile, e-mail or any other electronic means (c) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (d) any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (e) any Ballot cast for a Claim scheduled as contingent, unliquidated or Disputed for which the applicable Bar Date has passed and no Proof of Claim was timely Filed; (f) any unsigned Ballot, or Ballot without an original signature; (g) any Ballot not marked to accept or reject the Plan, or any Ballot marked both to accept and reject the Plan; and (h) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.

If you believe that you have received the wrong Ballot, you should immediately contact the Voting and Claims Agent at (888) 291-9927.

Item 1. Principal Amount of Class 3 Second Lien Claim(s).

The undersigned hereby certifies that as of the Record Date (the close of business on October [5], 2011), the undersigned was the Holder of Class 3 Claim(s) in the following amount (insert amount in box below):

\$ _____

Item 2. Class 3 Second Lien Claims Vote.

The Holder of the Class 3 Second Lien Claim(s) set forth in Item 1 votes to (please check one):

- ☐ ACCEPT THE PLAN ☐ REJECT THE PLAN

PLEASE TAKE NOTE THAT BY VOTING TO ACCEPT THE PLAN, YOU ARE AGREEING TO BE BOUND BY THE TERMS OF THE PLAN. IN PARTICULAR, A VOTE TO ACCEPT THE PLAN CONSTITUTES AN ACCEPTANCE AND CONSENT TO THE SETTLEMENT, THIRD-PARTY RELEASES, EXCULPATION AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE X OF THE PLAN. PLEASE TAKE FURTHER NOTICE THAT IF YOU VOTE TO REJECT THE PLAN, YOU SHALL NOT BE BOUND BY THE THIRD-PARTY RELEASES SET FORTH IN ARTICLE X OF THE PLAN.

ANY BALLOT THAT IS EXECUTED BY THE HOLDER OF A CLAIM BUT WHICH INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, SHALL NOT BE COUNTED.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor:

- (a) that either: (i) the undersigned is the Holder of the Class 3 Claim(s) being voted; or (ii) the undersigned is an authorized signatory for an Entity that is a Holder of the Class 3 Claim(s) being voted;
- (b) that the undersigned has received a copy of the Solicitation Package, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned casts the same vote with respect to all Class 3 Claim(s); and
- (d) that no other Ballots with respect to the amount of the Class 3 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such earlier Ballots are hereby revoked.

Name of Holder: _____
(Print or Type)

Social Security or Federal Tax Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than Holder)

Title: _____

Address: _____

Phone: _____

Date Completed: _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

- ☐ *Future notice mailings in this Chapter 11 Case; and/or*
- ☐ *Distributions, if any, upon your Claim in this Chapter 11 Case.*

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

<u>If by Personal Delivery or Overnight Courier:</u> WBP Bankruptcy Administration c/o GCG 5151 Blazer Parkway, Suite A Dublin, Ohio 43017	<u>If by Regular Mail:</u> WBP Bankruptcy Administration c/o GCG PO Box 9550 Dublin, Ohio 43017-4850
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PLEASE BE ADVISED THAT THE VOTING AND CLAIMS AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE OR HANDLE INQUIRIES WITH RESPECT TO WHETHER YOU SHOULD VOTE TO ACCEPT OR REJECT THE PLAN

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

BEAR ISLAND PAPER COMPANY, L.L.C.,¹

Debtor.

)
) Chapter 11
)

) Case No. 10-31202 (DOT)
)
)
)

BALLOT FOR ACCEPTING OR REJECTING
PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

Class 4 — General Unsecured Claims

BEFORE COMPLETING THE BALLOT, PLEASE READ AND FOLLOW CAREFULLY THE
ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT BY
5:00 P.M. PREVAILING EASTERN TIME NOVEMBER [14], 2011 (THE “VOTING DEADLINE”).

The Debtor has sent this Ballot to you because our records indicate that you are a Holder of a Class 4 General Unsecured Claim Claim, and, accordingly, you have a right to vote to accept or reject the *Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the “Plan”). Capitalized terms used but not defined herein shall have the meanings set forth in the Plan, the *Order Approving the Debtor’s Disclosure Statement and Relief Related Thereto* [Docket No. •] (the “Disclosure Statement Order”) or the *Disclosure Statement for the Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”).

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You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 4 General Unsecured Claims under the Plan. If you hold Claims in more than one Class, you shall receive a Ballot for each Class in which you are entitled to vote on the Plan.

¹ The last four digits of the Debtor’s federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

If the Voting and Claims Agent does not actually receive your Ballot on or before the Voting Deadline, which is 5:00 p.m. prevailing Eastern Time on November [14], 2011, and if the Voting Deadline is not extended, your vote shall not count as either an acceptance or rejection of the Plan.

If this Court confirms the Plan, it shall bind you regardless of whether or not you vote or how you voted. Please review the Disclosure Statement for more information.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtor is soliciting the votes of Holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not defined therein or herein, shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, a copy of which also accompany the Ballot. PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the Voting and Claims Agent by the Voting Deadline which is **5:00 p.m. prevailing Eastern Time on November [14], 2011**. Your completed Ballot must be **actually received** by the Voting and Claims Agent on or before the Voting Deadline. A postage paid envelope addressed to the Voting and Claims Agent is enclosed for your convenience. Ballots must be returned to the Voting and Claims Agent either (a) by mail to WBP Bankruptcy Administration, c/o GCG, PO Box 9550, Dublin, Ohio 43017-48501, or (b) by hand delivery or overnight courier to WBP Bankruptcy Administration, c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 430177, during normal business hours.
3. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan shall not be counted. Further, if you hold multiple Claims within the same Class, the Debtor may, in its discretion, aggregate your Claims within that Class for the purpose of counting votes.
4. If a Ballot is received after the Voting Deadline, it shall not be counted unless the Debtor determines otherwise. The method of delivery of Ballots to the Voting and Claims Agent is at the election and risk of each Holder of a Claim or Equity Interest. Except as otherwise provided herein, such delivery shall be deemed made only when the Voting and Claims Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Voting and Claims Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to the Debtor, the Debtor's agents (other than the Voting and Claims Agent) or the Debtor's financial or legal advisors, and if so sent, shall not be counted.
5. If multiple Ballots are received from the same Holder of a Claim with respect to the same Claim before the Voting Deadline, the last valid Ballot timely received shall supersede and revoke any earlier received Ballots.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor, nor the Voting and Claims Agent, shall accept delivery of any such certificates or instruments surrendered together with a Ballot.
7. The Ballot does not constitute, and shall not be deemed to be (a) a Proof of Claim or (b) an assertion or admission of a Claim.
8. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing, and, if required or requested by the Voting and Claims Agent, the Debtor or this Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the last page of the Ballot.

9. If you hold Claims in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot is counted as a vote only on your Claim(s) indicated on that Ballot. Please complete and return each Ballot you received.
10. Any Ballot that is completed and executed that fails to indicate acceptance or rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, shall not be counted.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot received by the Voting and Claims Agent after the Voting Deadline (b) any Ballot received by the Voting and Claims Agent by facsimile, e-mail or any other electronic means (c) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (d) any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (e) any Ballot cast for a Claim scheduled as contingent, unliquidated or Disputed for which the applicable Bar Date has passed and no Proof of Claim was timely Filed; (f) any unsigned Ballot, or Ballot without an original signature; (g) any Ballot not marked to accept or reject the Plan, or any Ballot marked both to accept and reject the Plan; and (h) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe that you have received the wrong Ballot, you should immediately contact the Voting and Claims Agent at (888) 291-9927.

Item 1. Principal Amount of Class 4 General Unsecured Claim(s).

The undersigned hereby certifies that as of the Record Date (the close of business on October [5], 2011), the undersigned was the Holder of Class 4 Claim(s) in the following amount (insert amount in box below):

\$ _____

Item 2. Class 4 General Unsecured Claims Vote.

The Holder of the Class 4 General Unsecured Claim(s) set forth in Item 1 votes to (please check one):

- ☐ ACCEPT THE PLAN ☐ REJECT THE PLAN

PLEASE TAKE NOTE THAT BY VOTING TO ACCEPT THE PLAN, YOU ARE AGREEING TO BE BOUND BY THE TERMS OF THE PLAN. IN PARTICULAR, A VOTE TO ACCEPT THE PLAN CONSTITUTES AN ACCEPTANCE AND CONSENT TO THE SETTLEMENT, THIRD-PARTY RELEASES, EXCULPATION AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE X OF THE PLAN. PLEASE TAKE FURTHER NOTICE THAT IF YOU VOTE TO REJECT THE PLAN, YOU SHALL NOT BE BOUND BY THE THIRD-PARTY RELEASE SET FORTH IN ARTICLE X OF THE PLAN.

ANY BALLOT THAT IS EXECUTED BY THE HOLDER OF A CLAIM BUT WHICH INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, SHALL NOT BE COUNTED.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to this Court and the Debtor:

- (a) that either: (i) the undersigned is the Holder of the Class 4 Claim(s) being voted; or (ii) the undersigned is an authorized signatory for an Entity that is a Holder of the Class 4 Claim(s) being voted;
- (b) that the undersigned has received a copy of the Solicitation Package, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned casts the same vote with respect to all Class 4 Claim(s); and
- (d) that no other Ballots with respect to the amount of the Class 4 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such earlier Ballots are hereby revoked.

Name of Holder: _____
(Print or Type)

Social Security or Federal Tax Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than Holder)

Title: _____

Address: _____

Phone: _____

Date Completed: _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

- ☐ *Future notice mailings in this Chapter 11 Case; and/or*
- ☐ *Distributions, if any, upon your Claim in this Chapter 11 Case.*

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

<u>If by Personal Delivery or Overnight Courier:</u> WBP Bankruptcy Administration c/o GCG 5151 Blazer Parkway, Suite A Dublin, Ohio 43017	<u>If by Regular Mail:</u> WBP Bankruptcy Administration c/o GCG PO Box 9550 Dublin, Ohio 43017-4850
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YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M. PREVAILING EASTERN TIME ON NOVEMBER [14], 2011.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, YOU SHOULD CONTACT THE VOTING AND CLAIMS AGENT AT (888) 291-9927.

PLEASE BE ADVISED THAT THE VOTING AND CLAIMS AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE OR HANDLE INQUIRIES WITH RESPECT TO WHETHER YOU SHOULD VOTE TO ACCEPT OR REJECT THE PLAN

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

BEAR ISLAND PAPER COMPANY, L.L.C.,¹

Debtor.

)
) Chapter 11
)

) Case No. 10-31202 (DOT)
)
)
)

BALLOT FOR ACCEPTING OR REJECTING
PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
Class 5 — Intercompany Claims

BEFORE COMPLETING THE BALLOT, PLEASE READ AND FOLLOW CAREFULLY THE
ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT BY
5:00 P.M. PREVAILING EASTERN TIME NOVEMBER [14], 2011 (THE “VOTING DEADLINE”).

The Debtor has sent this Ballot to you because our records indicate that you are a Holder of a Class 5 Intercompany Claim, and, accordingly, you have a right to vote to accept or reject the *Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the “Plan”). Capitalized terms used but not defined herein shall have the meanings set forth in the Plan, the *Order Approving the Debtor’s Disclosure Statement and Relief Related Thereto* [Docket No. •] (the “Disclosure Statement Order”) or the *Disclosure Statement for the Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”).

Your rights are described in the Disclosure Statement. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials comprising the Solicitation Package are included in the packet you received with this Ballot. The Solicitation Package (except Ballots) is also available: (a) by contacting the Debtor’s Voting and Claims Agent (i) by writing to WBP Bankruptcy Administration, c/o GCG, PO Box 9550, Dublin Ohio 43017-4850, (ii) by calling (888) 291-9927 or (iii) by emailing wbpsolicitation@gcginc.com; or (b) by visiting (i) the Debtor’s bankruptcy case administration website at www.gardencitygroup.com/bip, or (ii) for a fee, the Court’s website via PACER at www.vaeb.uscourts.gov. If you received Solicitation Package materials in CD-ROM format and desire paper copies, please contact the Voting and Claims Agent at the address or telephone number set forth above. The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than for (a) casting votes to accept or reject the Plan, and (b) making certain certifications with respect thereto. If you believe you have received this Ballot in error, please contact the Voting and Claims Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 5 Intercompany Claims under the Plan. If you hold Claims in more than one Class, you shall receive a Ballot for each Class in which you are entitled to vote on the Plan.

¹ The last four digits of the Debtor’s federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

If the Voting and Claims Agent does not actually receive your Ballot on or before the Voting Deadline, which is 5:00 p.m. prevailing Eastern Time on November [14], 2011, and if the Voting Deadline is not extended, your vote shall not count as either an acceptance or rejection of the Plan.

If this Court confirms the Plan, it shall bind you regardless of whether or not you vote or how you voted. Please review the Disclosure Statement for more information.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtor is soliciting the votes of Holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not defined therein or herein, shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, a copy of which also accompany the Ballot. PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the Voting and Claims Agent by the Voting Deadline which is **5:00 p.m. prevailing Eastern Time on November [14], 2011**. Your completed Ballot must be **actually received** by the Voting and Claims Agent on or before the Voting Deadline. A postage paid envelope addressed to the Voting and Claims Agent is enclosed for your convenience. Ballots must be returned to the Voting and Claims Agent either (a) by mail to WBP Bankruptcy Administration, c/o GCG, PO Box 9550, Dublin, Ohio 43017-48501, or (b) by hand delivery or overnight courier to WBP Bankruptcy Administration, c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 430177, during normal business hours.
3. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan shall not be counted. Further, if you hold multiple Claims within the same Class, the Debtor may, in its discretion, aggregate your Claims within that Class for the purpose of counting votes.
4. If a Ballot is received after the Voting Deadline, it shall not be counted unless the Debtor determines otherwise. The method of delivery of Ballots to the Voting and Claims Agent is at the election and risk of each Holder of a Claim or Equity Interest. Except as otherwise provided herein, such delivery shall be deemed made only when the Voting and Claims Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Voting and Claims Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to the Debtor, the Debtor's agents (other than the Voting and Claims Agent) or the Debtor's financial or legal advisors, and if so sent, shall not be counted.
5. If multiple Ballots are received from the same Holder of a Claim with respect to the same Claim before the Voting Deadline, the last valid Ballot timely received shall supersede and revoke any earlier received Ballots.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor, nor the Voting and Claims Agent, shall accept delivery of any such certificates or instruments surrendered together with a Ballot.
7. The Ballot does not constitute, and shall not be deemed to be (a) a Proof of Claim or (b) an assertion or admission of a Claim.
8. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing, and, if required or requested by the Voting and Claims Agent, the Debtor or this Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the last page of the Ballot.

9. If you hold Claims in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot is counted as a vote only on your Claim(s) indicated on that Ballot. Please complete and return each Ballot you received.
10. Any Ballot that is completed and executed that fails to indicate acceptance or rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, shall not be counted.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot received by the Voting and Claims Agent after the Voting Deadline (b) any Ballot received by the Voting and Claims Agent by facsimile, e-mail or any other electronic means (c) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (d) any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (e) any Ballot cast for a Claim scheduled as contingent, unliquidated or Disputed for which the applicable Bar Date has passed and no Proof of Claim was timely Filed; (f) any unsigned Ballot, or Ballot without an original signature; (g) any Ballot not marked to accept or reject the Plan, or any Ballot marked both to accept and reject the Plan; and (h) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe that you have received the wrong Ballot, you should immediately contact the Voting and Claims Agent at (888) 291-9927.

Item 1. Principal Amount of Class 5 Intercompany Claim(s).

The undersigned hereby certifies that as of the Record Date (the close of business on October [5], 2011), the undersigned was the Holder of Class 5 Claim(s) in the following amount (insert amount in box below):

\$ _____

Item 2. Class 5 Intercompany Claims Vote.

The Holder of the Class 5 Intercompany Claim(s) set forth in Item 1 votes to (please check one):

☐ ACCEPT THE PLAN ☐ REJECT THE PLAN

PLEASE TAKE NOTE THAT BY VOTING TO ACCEPT THE PLAN, YOU ARE AGREEING TO BE BOUND BY THE TERMS OF THE PLAN. IN PARTICULAR, A VOTE TO ACCEPT THE PLAN CONSTITUTES AN ACCEPTANCE AND CONSENT TO THE SETTLEMENT, THIRD-PARTY RELEASES, EXCULPATION AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE X OF THE PLAN. PLEASE TAKE FURTHER NOTICE THAT IF YOU VOTE TO REJECT THE PLAN, YOU SHALL NOT BE BOUND BY THE THIRD-PARTY RELEASE SET FORTH IN ARTICLE X OF THE PLAN.

ANY BALLOT THAT IS EXECUTED BY THE HOLDER OF A CLAIM BUT WHICH INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, SHALL NOT BE COUNTED.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to this Court and the Debtor:

- (a) that either: (i) the undersigned is the Holder of the Class 5 Claim(s) being voted; or (ii) the undersigned is an authorized signatory for an Entity that is a Holder of the Class 5 Claim(s) being voted;
- (b) that the undersigned has received a copy of the Solicitation Package, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned casts the same vote with respect to all Class 5 Claim(s); and
- (d) that no other Ballots with respect to the amount of the Class 5 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such earlier Ballots are hereby revoked.

Name of Holder: _____
(Print or Type)

Social Security or Federal Tax Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than Holder)

Title: _____

Address: _____

Phone: _____

Date Completed: _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

- ☐ *Future notice mailings in this Chapter 11 Case; and/or*
- ☐ *Distributions, if any, upon your Claim in this Chapter 11 Case.*

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

<u>If by Personal Delivery or Overnight Courier:</u> WBP Bankruptcy Administration c/o GCG 5151 Blazer Parkway, Suite A Dublin, Ohio 43017	<u>If by Regular Mail:</u> WBP Bankruptcy Administration c/o GCG PO Box 9550 Dublin, Ohio 43017-4850
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IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, YOU SHOULD CONTACT THE VOTING AND CLAIMS AGENT AT (888) 291-9927.

PLEASE BE ADVISED THAT THE VOTING AND CLAIMS AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE OR HANDLE INQUIRIES WITH RESPECT TO WHETHER YOU SHOULD VOTE TO ACCEPT OR REJECT THE PLAN